

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. Grace & Co., et al.

Debtors.

Chapter 11

Case No. 01-01139 (JFK)  
(Jointly Administered)

Court ID (Court use only) \_\_\_\_\_

**NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(1) or Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this notice.

**MORGAN STANLEY SENIOR FUNDING, INC.,** Name of Transferee

**TEMPO MASTER FUND LP** Name of Transferor

Name and Address where notices to transferee should be sent

Morgan Stanley Senior Funding, Inc.  
1585 Broadway  
New York, New York 10036  
Attn: Donna Souza  
Telephone: (212) 761-1054

Court Record Address of Transferor  
(Court Use Only)

Name and Address where transferee payments should be sent (if different from above)

Same as above.

Name and Current Address of Transferor  
Tempo Master Fund LP  
c/o JD Capital Management, LLC  
2 Greenwich Plaza, 2nd Floor  
Greenwich, CT 06830  
Attn: Michael Owens  
Phone: (203) 485-8823  
Fax: (203) 485-8923

Phone: Same as above.

Court Claim # (if known): N/A  
Total Claim Amount: \$6,710,110.00  
Total Claim Amount Transferred: \$3,355,055.00  
Date Claim Allowed: November 14, 2005

Attached hereto as Exhibit A is a true and correct copy of the Order Authorizing Settlement with Bank of America, N.A. and Granting Certain Relief entered by the Bankruptcy Court on November 14, 2005, attaching the stipulation between Debtors and Bank of America, N.A. regarding allowance of certain claims dated November 11, 2005.

Attached hereto as Exhibit B is a true and correct copy of the Evidence of Transfer of Claim from Transferor to Transferee.

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Donna M. Arzo  
Transferee/Transferee's Agent

Date: October 30, 2008

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**DEADLINE TO OBJECT TO TRANSFER**

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: \_\_\_\_\_

\_\_\_\_\_  
CLERK OF THE COURT